

Exhibit A

Barr Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**DECLARATION OF MATTHEW S. BARR IN SUPPORT OF
APPLICATION OF DEBTORS FOR AUTHORITY TO RETAIN
AND EMPLOY WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS
FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Matthew S. Barr, declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief:

1. I am a partner of the firm of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), an international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional offices in Washington, D.C.; Houston and Dallas, Texas; Miami, Florida; Boston, Massachusetts; Princeton, New Jersey; Redwood Shores, California; and foreign offices in London, United Kingdom; Frankfurt and Munich, Germany; Paris, France; Beijing, Hong Kong; and Shanghai, China.

2. I submit this declaration (this “**Declaration**”) in connection with the Application submitted on the date hereof (the “**Application**”), of Fieldwood Energy LLC and its affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

(collectively, the “**Debtors**”), for entry of an order authorizing the Debtors to employ and retain Weil as their attorneys in the above-captioned chapter 11 cases, effective as of August 3, 2020 (the “**Petition Date**”), at Weil’s normal hourly rates in effect from time to time and in accordance with Weil’s normal reimbursement policies, in compliance with sections 327(a), 328(a), 329, and 504 of title 11 of the United States Code (the “**Bankruptcy Code**”), and to provide the disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Local Rules**”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Weil’s completion of further review, or as additional information regarding parties in interest becomes available, a supplemental declaration will be submitted to the Court reflecting such amended, supplemented, or otherwise modified information.

3. Neither I, Weil, nor any partner of, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with these chapter 11 cases. In addition, except as set forth herein, to the best of my knowledge, after due inquiry, neither I, Weil, nor any partner of, counsel to, or associate of the Firm represents any party-in-interest in these chapter 11 cases in matters related to these chapter 11 cases.

Weil’s Disclosure Procedures

4. Weil, which employs approximately 1,100 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Weil has, in the past, represented, currently represents, and may, in the future, represent, entities that are claimants or interest holders of the Debtors in matters unrelated

to these chapter 11 cases. Some of those entities are, or may consider themselves to be, creditors or parties in interest in these chapter 11 cases or otherwise have interests in these cases.

5. In preparing this Declaration, I used a set of procedures developed by Weil to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the “**Firm Disclosure Procedures**”). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Weil’s connection to such parties:

- a. A comprehensive list of the types of entities that may have contacts with the Debtors was developed through discussions with the Weil attorneys who have provided services to the Debtors and in consultation with the advisors to and senior management of the Debtors (the “**Retention Checklist**”). A copy of the Retention Checklist is attached hereto as **Exhibit 1**.
- b. Weil obtained information responsive to the Retention Checklist through several inquiries of the Debtors’ senior management and advisors and review of documents provided by the Debtors to Weil. Weil then used that information, together with other information identified by Weil, to compile a list of the names of entities that may be parties in interest in these chapter 11 cases (the “**Potential Parties in Interest**”).
- c. Weil maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the entities for which any attorney time charges have been billed since the database was first created (the “**Client Database**”). The Client Database includes the name of all current and former clients, the name of the parties who are or were related or adverse to such current and former clients, and the names of the Weil personnel who are or were responsible for current or former matters for such clients. Weil’s policy is that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties, and, in some cases, parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter undertaken by Weil. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- d. Weil compared the names of each of the Potential Parties in Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison.² Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective Weil personnel responsible for the identified client matters (the “**Client Match List**”).
- e. A Weil attorney then reviewed the Client Match List and deleted obvious name coincidences and individuals or entities that were adverse to Weil’s clients in both this matter and the matter referenced on the Client Match List.
- f. Using information in the Client Database concerning entities on the Client Match List and making general and, if applicable, specific inquiries of Weil personnel, Weil verified that it does not represent and has not represented any entity on the Client Match List in connection with these chapter 11 cases.
- g. In addition, a general inquiry was sent by electronic mail to all Weil personnel (attorneys and staff) to determine whether any such individuals or any members of their households (i) own any debt or equity securities of the Debtors; (ii) hold a claim against or interest adverse to the Debtors; (iii) are or were officers, directors, or employees of the Debtors or any of the affiliates or subsidiaries; (iv) are related to or have any connections to Bankruptcy Judges for the Southern District of Texas; or (v) are related to or have any connections to anyone working for the U.S. Trustee.

Weil’s Connections with Debtors

6. Weil compiled responses to the foregoing inquiries for the purpose of preparing this Declaration. Responses to the inquiry described in paragraph 5(g) above reflect that, as of the Petition Date, no Weil personnel or member of the household of any Weil personnel holds any claims against, stock of, or other interests in the Debtors and that no such individuals held significant employment with the Debtors. Approximately 16 years ago, a current partner in Weil’s London Office made an investment in a certain energy focused fund prior to joining Weil.

² For purposes of the Firm Disclosure Procedures, Weil considers an entity a “former client” if professional time was recorded within the past two years, but all matters for such client have since been closed. Because the Firm Disclosure Procedures only reflect client activity during the past two years, matches to client matters outside that timeframe are not reflected in this Declaration.

Weil understands this fund holds investments in two funds managed by Riverstone Investment Group LLC. Weil believes one of these Riverstone funds may be an economic beneficiary of Riverstone V FW Holdings, LLC and related parties, an equity holder of the Debtors. The Weil partner has not and will not be involved in the Fieldwood engagement.

7. Prior to the Petition Date, certain Weil attorneys clerked or otherwise worked with Bankruptcy Judges in the Southern District of Texas. Effective August 14, 2019, United States Bankruptcy Judge Christopher M. Lopez was appointed to the United States Bankruptcy Court for the Southern District of Texas. Prior to such appointment, Judge Lopez was employed by and counsel to Weil. Except for the foregoing, no Weil lawyers or support staff or their family members is related to or has any other connections to Bankruptcy Judges in the Southern District of Texas.

8. Weil rendered, among other services, refinancing and restructuring-related legal services to the Debtors in connection with the 2018 restructuring. In May 2020, Weil was formally reengaged by the Debtors to assist it with the evaluation and execution of certain strategic initiatives, including a potential recapitalization and/or restructuring of the Debtors. Weil has advised the Debtors concerning their operations, debt obligations, and strategic restructuring alternatives, including representing the Debtors in their prior chapter 11 cases. Most recently, Weil has provided the necessary services to enable the Debtors to commence the above captioned chapter 11 cases. Weil was primarily responsible for the preparation of the chapter 11 petitions, initial motions, and applications relating to these chapters 11 cases and their commencement.

**Weil's Connections with Parties in Interest in
Matters Unrelated to These Chapter 11 Cases**

9. Either I, or an attorney working under my supervision, reviewed the connections between Weil and the clients identified on the Client Match List, and the connections

between those entities and the Debtors. After such review, either I, or an attorney working under my supervision, determined, in each case, that Weil does not hold or represent an interest that is adverse to the Debtors' estates and that Weil is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

10. Weil previously represented, currently represents, and may, in the future, represent the entities (or their affiliates) described below, in matters unrelated to the Debtors and their chapter 11 cases. An entity is described as a "Current Client" if Weil has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two years. An entity is described as a "Former Client" if Weil represented such entity or a known affiliate of such entity within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed. Disclosures relating to all other categories on the Retention Checklist, attached hereto as **Exhibit 2**, are the product of implementing the Firm Disclosure Procedures (the "**Disclosure Schedule**"). Weil has not represented, does not represent, and will not represent any entities listed on the Disclosure Schedule in matters directly related to the Debtors or these chapter 11 cases.

11. To the best of my knowledge and information, the annual fees for each of the last two years paid to Weil by any party listed on the Disclosure Schedule or its affiliates, on an aggregate basis, did not exceed 1% of the Firm's annual gross revenue, except for those fees paid by the following entities: (i) Baker Hughes Oilfield Operations, which is or was an unsecured creditor of the Debtors, along with its affiliates, (ii) Hess Trading Corporation, which is or was a contract counterparty of the Debtors, along with its affiliates, (iii) EP Energy (a debtor in a case

pending before the Court), which is or was a significant competitor of the Debtors, along with its affiliates, and (iv) P2 Energy Solutions, which is or was a contract counterparty of the Debtors, along with its affiliates. Weil has represented and continues to represent Baker Hughes Oilfield Operations, Hess Trading Corporation, EP Energy, and P2 Energy Solutions and certain of their respective affiliates in a variety of matters, all of which are unrelated to these chapter 11 cases.

12. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and Bankruptcy Rule 2014(a), between Weil and (i) the U.S. Trustee or any person employed by the U.S. Trustee, (ii) any attorneys, accountants, or financial consultants in these chapter 11 cases, or (iii) any investment bankers who represent or may represent the Debtors, claimants, or other parties in interest in these chapter 11 cases, except as set forth herein and on the Disclosure Schedule. As part of its practice, Weil appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of whom now, or may in the future, represent claimants and other parties in interest in these cases. Weil has not represented, and will not represent, any such parties in relation to the Debtors or their chapter 11 cases. Weil does not have any relationship with any such attorneys, accountants, financial consultants, or investment bankers that would be adverse to the Debtors or their estates.

13. Additionally, Weil has represented, and may currently represent, entities that hold, or may in the future hold, certain of the Debtors' debt in beneficial accounts on behalf of unidentified parties. Because distressed debt is actively traded in commercial markets, Weil may be unaware of the actual holder of such debt at any given moment. Weil also represents numerous entities in unrelated matters that may buy and/or sell distressed debt, claims, or equity

interests of chapter 11 debtors. Moreover, from time to time, Weil is engaged by various entities that buy and/or sell distressed debt to analyze the capital structure of a distressed company based on a review of publicly available information. The Firm does not undertake such reviews after it has been engaged to represent any such company, including the Debtors, and does not view any public debt review as an adverse representation to the Debtors. Similarly, as a large firm, Weil may represent creditors/investors of or parties interested in investing in one or more parties in interest in these cases. Weil does not believe these relationships represent interests adverse to the estates.

14. Apache Corporation is one of the Debtors' stakeholders and a party to that certain Restructuring Support Agreement, dated as of August 4, 2020, by and among the Debtors, certain of the Debtors' prepetition lenders, and Apache Corporation. As disclosed in **Exhibit 2** hereto, Weil currently represents Apache Corporation on separate matters unrelated to these chapter 11 cases.

15. Certain of the parties in interest in these chapter 11 cases are or were from time to time, members of ad hoc or official creditors' committees represented by Weil in matters unrelated to these chapter 11 cases. In such instances, Weil only represented the committee or group, and did not represent the creditors in their individual capacities. Weil does not and will not represent any of these parties in connection with these chapter 11 cases.

16. Weil is aware of a number of former employees of Weil that currently work for the Debtors' claims agent, Prime Clerk. Any work by these prior Weil employees while at the Firm was unrelated to the Debtors and these chapter 11 cases. In addition, the son of a Weil partner is a director of case management at Prime Clerk.

17. Despite the efforts described herein to identify and disclose Weil's connections with the parties in interest in these chapter 11 cases, and because the Debtors have numerous relationships, Weil is unable to state with certainty that every client relationship or other connection has been disclosed. Therefore, Weil will continue to apply the Firm Disclosure Procedures. If any new material, relevant facts, or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court.

Weil Is Disinterested

18. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe Weil does not hold or represent an interest adverse to the Debtors' estates in the matters upon which Weil is to be employed and that Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

Weil's Retainer, Rates, and Billing Practices

19. Weil is not a creditor of the Debtors. During the 90-day period prior to the Petition Date, Weil received payments and advances in the aggregate amount of approximately \$2,919,950.29 for services performed and expenses incurred, and also to be performed and incurred, including in preparation for the commencement of these chapter 11 cases. As of the Petition Date, Weil held an advance payment retainer of approximately \$12,083.76, subject to any amounts Weil intends to apply against the retainer as set forth in this Application.

20. Weil intends to charge the Debtor for services rendered in these chapter 11 cases at Weil's normal hourly rates in effect at the time the services are rendered. Weil's current customary hourly rates, subject to change from time to time, are \$1,100.00 to \$1,695.00 for

partners and counsel, \$595.00 to \$1,050.00 for associates, and \$250.00 to \$435.00 for paraprofessionals.

21. Weil also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with Weil's normal reimbursement policies, subject to any modifications to such policies that Weil may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the "**Fee Guidelines**"). Weil's disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil will charge \$.10 per printed black and white page and \$.50 per color page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole, although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in-house or through a third-party vendor) include, but are not limited to, facsimiles, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel fees, and clerk fees.

22. No promises have been received by Weil, or any partner, counsel, or associate of Weil, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the Fee Guidelines. Furthermore, Weil has no agreement with any other entity to share compensation received by Weil or by such entity.

23. The Application requests approval of Weil's retention on rates, terms, and conditions consistent with what Weil charges non-chapter 11 debtors, namely, prompt payment of Weil's hourly rates, as adjusted from time to time, and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, Weil intends to apply for allowance of compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses relating thereto, in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the Fee Guidelines, and any other applicable procedures and orders approved by the Court.

Coordination with Other Professionals for Debtors

24. Weil is aware that the Debtors have submitted, or intend to submit, separate applications to retain, among others, (i) Prime Clerk LLC, as claims and noticing agent and solicitation agent; (ii) Houlihan Lokey Capital, Inc., as investment banker; and (iii) AlixPartners, LLP, as financial advisor. Weil, in conjunction with the Debtors' management, intends to carefully monitor and coordinate the efforts of all professionals retained by the Debtors in these chapter 11 cases and will delineate their respective duties so as to prevent duplication of services whenever possible. It is anticipated that the efficient coordination of efforts of the Debtors' attorneys and other professionals will greatly add to the progress and effective administration of these chapter 11 cases.

Attorney Statement Pursuant to Fee Guidelines

25. The following is provided in response to the request for additional information set forth in Appendix B, Paragraph D.1 of the Fee Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: In the 12 months prior to the Petition Date, Weil represented the Debtors for approximately 3 months prior to the Petition Date. Weil's billing rates and material financial terms with respect to this matter have not changed since the Debtors engaged Weil in May 2020.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Weil is developing a prospective budget and staffing plan for these chapter 11 cases. Weil and the Debtors will review such budget following the close of the budget period to determine a budget for the following period.

26. The foregoing constitutes the statement of Weil pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Bankruptcy Local Rules 2014-1 and 2016-1.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: August 24, 2020
New York, New York

/s/ Matthew S. Barr

Matthew S. Barr

Exhibit 1

Retention Checklist

Administrative and Collateral Agents
Bankruptcy Judges and Staff (for the Southern District of Texas)
Banks
Bondholders/Noteholders/ Indenture Trustees
Bonding and Permitting Authorities
Clerk of the Court
Contract & Joint Venture Counterparties
Current Directors
Current Officers
Debtors
Debtors Professionals (law firms, accountants and other professionals)
Debtors' Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a)
Former Officers and Directors (include senior management) and Affiliations
Insurance/Insurance Provider
Known Affiliations of Board Members
Landlords and parties to leases
Lenders (Term/Revolver/Administrative and Collateral Agents)
Litigation Counterparties/Litigation Pending Lawsuits – includes threatened litigation
Material Royalty and Other Interest Owners (Over \$1MM in Annual Distributions)
Material Royalties in Suspense (Greater than \$100,000)
Material Suppliers and Vendors (greater than \$1 million spend in the last 6 months)
Members of Any Ad Hoc Committee
Non- Debtor Affiliates/Parent/Subsidiaries
Non-Debtors Professionals (law firms, accountants, and other professionals)
Notice of Appearance Party/Interested Party
Ordinary Course Professionals
Other Secured Parties (Letters of Credit/ Issuers of Letters of Credit)
Other Potential Parties in Interest
Parties to Material Contracts with the Debtors (>\$1 Million in value remaining)
Parties to Material Unexpired Leases with the Debtors (Landlords)
Partnerships (if debtors is a partnership, its general and limited partners)
Regulatory and Government (Federal, State, and Local)
Significant Competitors
Significant Customers
Shareholders/Equity Holders
Sponsors
Surety Bonds
Taxing Authorities (Federal, State, and Local; trust fund, use property, franchise, sales)
Third Party Benefits Provider
Top 50 Unsecured Creditors
UCC (Lien Search Results)
Unions (None)
United States Trustee and Staff (Southern District of Texas)
U.S. Attorney's Office (for the Southern District of Texas)
Utility Providers/Utility Brokers
Vendors/Suppliers

Exhibit 2**Disclosure Schedule**

Matched Entity	Relationship to Debtors	Relationship to Weil
ADP, LLC	Third Party Benefits Provider	Related to Current Client
Aker Solutions Inc.	Top 50 Unsecured Creditors Vendors/Suppliers	Related to Current Client
AlixPartners, LLP	Debtors Professionals (law firms, accountants and other professionals)	Current Client
Amerada Hess Amerada Hess Corporation	Contract & Joint Venture Counterparties Significant Competitors Other Potential Parties in Interest	Related to Current Client
American International Group UK Ltd. National Union Fire Ins. Co. of PA (through AIG Oil Rig) AIG OIL Rig	Insurance/Insurance Provider	Affiliate or Subsidiary of Current Client
Anadarko Anadarko Petroleum Corporation Anadarko US Offshore LLC	Surety Bonds Contract & Joint Venture Counterparties Other Potential Parties in Interest Significant Competitors UCC (Lien Search Results) Top 50 Unsecured Creditors	Current Client
Aon Risk Services	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Apache Apache Corporation Apache Corporation Co Apache Deepwater LLC Apache GOM Pipeline, Inc. Apache Offshore Investment GP Apache Shelf Apache Shelf Exploration	Known Affiliations of Board Members Contract & Joint Venture Counterparties Surety Bonds Landlords and parties to leases Other Potential Parties in Interest Significant Customers	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Apache Shelf Exploration LLC Apache Shelf, Inc.	UCC (Lien Search Results) Notice of Appearance Party/Interested Party Debtors' Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a)	
aPriori Capital Partners L.P.	Known Affiliations of Board Members	Current Client
AT&T Corp. AT&T Mobility	Utility Providers/Utility Brokers	Former Client
Baker Hughes Oilfield Operations Inc.	Top 50 Unsecured Creditors	Affiliate or Subsidiary of Current Client
Bank of America, N.A. BofA Securities Inc.	Lenders (Term/Revolver/Administrative and Collateral Agents)	Current Client
Barclays Capital Inc.	Shareholders/Equity Holders	Affiliate or Subsidiary of Current Client
Bardin Hill Bardin Hill Loan Management LLC	Shareholders/Equity Holders Lenders (Term/Revolver/Administrative and Collateral Agents)	Affiliate or Subsidiary of Current Client
Barings Corporate Investors Barings Global Credit Income Opp. Fund A Series of Barings Funds Tr. Barings Global Credit Income Opportunities Fund Barings Global Floating Rate Fund Barings Global Floating Rate Fund, A Series Of Barings Funds Trust Barings Global High Yield Credit Strategies Limited Barings Global Loan and High Yield Bond Fund Barings Global Loan and High Yield Bond Limited Barings Global Loan Limited	Shareholders/Equity Holders Lenders (Term/Revolver/Administrative and Collateral Agents)	Related to Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
<p>Barings Global Multi-Credit Strategy 2 Limited</p> <p>Barings Global Short Duration High Yield Fund</p> <p>Barings Global Special Situations Credit 3 S A R L</p> <p>Barings Global Special Situations Credit 3 S.A.R.L</p> <p>Barings U.S. High Yield Bond Fund</p> <p>Barings U.S. High Yield Fund, A Series of Barings Funds Trust</p> <p>Barings US High Yield Fund</p> <p>Barings US Loan Fund</p> <p>BCM 2014-I ETB, Inc. c/o Barings LLC</p> <p>BCM 2014-II ETB, Inc. c/o Barings LLC</p> <p>BCM 2015-I ETB, Inc. c/o Barings LLC</p> <p>BLLC 2013-I ETB, Inc. c/o Barings LLC</p> <p>Babson (Barings)</p>		
<p>Blackrock Financial</p> <p>AZL Blackrock Global Allocation Fund</p> <p>Blackrock Global Allocation Collective Fund</p> <p>Blackrock Global Allocation Fund Aust</p> <p>Blackrock Global Allocation Fund Aust. Level 26</p> <p>Blackrock Global Allocation Fund, Inc.</p> <p>Blackrock Global Allocation Port of The Blackrock Series Fund. Inc.</p>	<p>Shareholders/Equity Holders</p> <p>Lenders</p> <p>(Term/Revolver/Administrative and Collateral Agents)</p>	<p>Current Client</p>

Matched Entity	Relationship to Debtors	Relationship to Weil
Blackrock Global Allocation Portfolio of The Blackrock Series Fund Inc. Blackrock Global Allocation V.I. Fund of The Blackrock VAR Series FD Inc. Blackrock Global Allocation VI Fund of Blackrock Variable Series Funds Inc. JNL Blackrock Global Allocation Fund JNL/ Blackrock Global LVIP Blackrock Global Allocation Fund c/o Blackrock Advisors LLC MassMutual Select Blackrock Global Allocation Fund Transam Blackrock Global Alloc VP of Transam Series Tr. Transam Blackrock Global Alloc. Transamerica Blackrock Global Allocation VP		
Bluebay Asset Management	Lenders (Term/Revolver/Administrative and Collateral Agents)	Current Client
BlueCross BlueShield of Texas	Third Party Benefits Provider	Affiliate or Subsidiary of Former Client
BNP Paribas Trading	Contract & Joint Venture Counterparties	Affiliate or Subsidiary of Current Client
BP America Production Company BP Energy Company BP Exploration & Oil Inc. BP Exploration & Production Inc.	Contract & Joint Venture Counterparties Significant Competitors Significant Customers Surety Bonds UCC (Lien Search Results) Other Potential Parties in Interest	Related to Current Client
Capital One, N.A.	Banks Vendors/Suppliers	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Caprock Communications	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Carlyle Group L.P. (The) Carlyle/Riverstone Global Energy and Power Fund I, L.P. Carlyle/Riverstone Global Energy and Power Fund II, L.P. Carlyle/Riverstone Global Energy and Power Fund III, L.P. Riverstone/Carlyle Global Energy and Power Fund IV, L.P.	Known Affiliations of Board Members	Current Client
Centennial Resource Development, Inc.	Known Affiliations of Board Members	Affiliate or Subsidiary of Former Client
CGG Services (U.S.) Inc.	Vendors/Suppliers	Affiliate or Subsidiary of Former Client
Challenger Minerals Inc.	UCC (Lien Search Results)	Related to Current Client
Chevron Corporation Chevron Natural Gas Chevron Natural Gas Pipe Line LLC Chevron North America E & P Co Chevron Pipe Line Company Chevron Oil Company Chevron U.S.A. Inc. Chevron USA Inc.	Contract & Joint Venture Counterparties Other Potential Parties in Interest Significant Competitors Significant Customers Surety Bonds Vendors/Suppliers Top 50 Unsecured Creditors UCC (Lien Search Results) Notice of Appearance Party/Interested Party	Current Client
Citibank, N.A. Citigroup Global Markets Inc.	Administrative and Collateral Agents UCC (Lien Search Results) Shareholders/Equity Holders	Affiliate or Subsidiary of Current Client
Clarivate Analytics (US) LLC	Vendors/Suppliers	Former Client
Columbia Management Inv. CENT CLO 19 Limited c/o Columbia Mgmt. Invest. Advise LLC	Shareholders/Equity Holders Lenders (Term/Revolver/Administrative and Collateral Agents)	Related to Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Columbia Floating Rate Fund, A Series of Columbia Funds Trust II Columbia Strategic Income Fund, A Series of Columbia Funds Columbia Strategic Income Fund, A Series of Columbia Funds Series TR I Columbia VAR Portfolio Strat Income FD A Series of Columbia Funds VAR INS TR Columbia Var Portfolio Strat Income FD Series Tr I A Series Of Columbia Funds Var Ins Tr		
Conoco Inc. ConocoPhillips Company	Other Potential Parties in Interest Contract & Joint Venture Counterparties Surety Bonds Significant Customers	Affiliate or Subsidiary of Current Client
Cortland Capital Market Services LLC	Administrative and Collateral Agents UCC (Lien Search Results)	Current Client
Credit Suisse	Known Affiliations of Board Members	Current Client
CV Starr	Insurance/Insurance Provider	Related to Former Client
David McBride	Former Officers and Directors (include senior management) and Affiliations	Related to Current Client
Deloitte Tax LLP Deloitte Transactions Business Analytics LLP	Vendors/Suppliers Ordinary Course Professionals	Affiliate or Subsidiary of Current Client
Deutsche Bank AG Deutsche Bank AG - Global Trade Finance Oper Deutsche Bank AG New York Branch Deutsche Bank Commodities Deutsche Bank Trust Company Americas	Banks Other Secured Parties (Letters of Credit/ Issuers of Letters of Credit) Surety Bonds Vendors/Suppliers Contract & Joint Venture Counterparties	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Devon Energy Production Company, L.P. Devon Energy Production Company LP	Other Potential Parties in Interest Vendors/Suppliers	Related to Current Client
Directv	Vendors/Suppliers	Related to Current Client
DLJ Merchant Banking Partners	Known Affiliations of Board Members	Related to Current Client
Doubletree By Hilton – Lafayette Hilton Houston Westchase Hilton Lafayette Homewood Suites by Hilton	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Drilling Info, Inc.	Vendors/Suppliers	Current Client
DXP Enterprises, Inc.	Vendors/Suppliers	Current Client
ENI ENI BB Petroleum Inc. ENI Petroleum US LLC ENI US Operating Co. ENI US Operating Co Inc.	Surety Bonds Vendors/Suppliers Contract & Joint Venture Counterparties Significant Competitors Significant Customers	Related to Current Client
EP Energy EP Energy Corporation EP Energy LLC	Significant Competitors Known Affiliations of Board Members	Current Client
Epic Companies, LLC Epic Insurance Brokers & Consultants	Vendors/Suppliers	Current Client
EQT	Significant Competitors	Current Client
Ernst & Young LLP Ernst & Young Product Sales LLC	Ordinary Course Professionals	Affiliate or Subsidiary of Current Client
Evercore Group LLC	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Exxon Corporation ExxonMobil ExxonMobil Corporation Exxonmobil Pipeline Company	Other Potential Parties in Interest Significant Competitors Significant Customers Vendors Suppliers	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Foothill Capital Corporation	Contract & Joint Venture Counterparties	Affiliate or Subsidiary of Current Client
Franklin	Lenders (Term/Revolver/Administrative and Collateral Agents)	Affiliate or Subsidiary of Current Client
Freeport McMoran Oil & Gas LLC Freeport-McMoRan McMoran Oil & Gas, LLC	Significant Customers Vendors/Suppliers Significant Competitors Surety Bonds	Current Client
Girl Scouts of San Jacinto Council	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Goldman Goldman Sachs & Co. LLC Goldman Sachs Bank USA Goldman Sachs Group, Inc. (The) Goldman Sachs Specialty Lending Holdings	Lenders (Term/Revolver/Administrative and Collateral Agents) Known Affiliations of Board Members Other Secured Parties (Letters of Credit/ Issuers of Letters of Credit) Notice of Appearance Party/Interested Party Vendors/Suppliers	Current Client
Halcyon Asset Management LP Halcyon Energy Loan Series Halcyon FWE DE LLC Halcyon FWE DE LLC c/o Halcyon Loan Management LLC Halcyon FWE LLC Halcyon FWE LLC c/o Halcyon Asset Management LP Halcyon FWE LLC c/o Halcyon Loan Management LLC Halcyon Loan Trading Fund LLC Halcyon Loan Trading Fund LLC c/o Halcyon Loan Management LLC	Shareholders/Equity Holders Lenders (Term/Revolver/Administrative and Collateral Agents)	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Ascension Alpha Fund LLC c/o Halcyon Loan Management LLC Ascension Health Master Pension Trust c/o Halcyon Loan Management LLC Eversource Retirement Plan Master c/o Halcyon Loan Management LLC Franciscan Alliance Inc. c/o Halcyon Loan Mngmt. LLC Partners Capital Osprey Fund, L.P. c/o Halcyon Energy Loan Series Versource Retirement Plan Master c/o Halcyon Loan Management LLC		
Helix Energy Solutions Group Inc.	Vendors/Suppliers	Related to Former Client
Hess Trading Corporation	Vendors/Suppliers	Related to Current Client
Hotchkis and Wiley Capital Income Fund Hotchkis and Wiley Capital Income Fund c/o Hotchkis and Wiley Capital Mgmt. Hotchkis and Wiley High Yield Fund Hotchkis and Wiley High Yield Fund c/o Hotchkis and Wiley Capital Mgmt. Hotchkis N Wiley Cap Mgt. Government of Guam Retirement Fund c/o Hotchkis &Wiley Capital Management San Diego County Employees Retirement Association c/o Hotchkis & Wiley Capital Mgmt. LLC University of Dayton c/o Hotchkis & Wiley Capital Mgmt. LLC	Shareholders/Equity Holders Lenders (Term/Revolver/Administrative and Collateral Agents)	Related to Current Client
Invesco BL Fund, Ltd	Shareholders/Equity Holders	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
<p>Invesco BL Fund, Ltd. c/o Invesco Senior Secured Mgmt. Inc.</p> <p>Invesco Credit Partners Fund A LP c/o Invesco Private Capital Inc.</p> <p>Invesco Credit Partners Fund LP c/o Invesco Private Capital Inc.</p> <p>Invesco Credit Partners Fund-A LP</p> <p>Invesco Dynamic Credit Opportunities Fund</p> <p>Invesco Dynamic Credit Opportunity Fund</p> <p>Invesco European Senior Loan Fund</p> <p>Invesco Floating Rate Fund</p> <p>Invesco Floating Rate Income Fund</p> <p>Invesco Gemini US Loan Fund LLC</p> <p>Invesco Global Senior Loan Fund</p> <p>Invesco Senior Income Trust</p> <p>Invesco Senior Loan Fund</p> <p>Invesco Senior Loan Fund c/o Estera Trust (Cayman) Limited</p> <p>Invesco SSL Fund LLC</p> <p>Invesco SSL Fund LLC c/o Invesco Private Capital Inc.</p> <p>Invesco US Invesco Credit Partners Fund LP</p> <p>Invesco US Senior Loan Fund</p> <p>Invesco WLR Credit Partners Fund, L.P.</p> <p>Invesco WLR Credit Partners Fund, LP</p> <p>Invesco WLR Credit Partners Fund-A L.P.</p> <p>Invesco WLR Credit Partners Fund-A, LP</p>	<p>Lenders (Term/Revolver/Administrative and Collateral Agents)</p>	

Matched Entity	Relationship to Debtors	Relationship to Weil
<p>Invesco WLR Credit Partners Fund-A, LP c/o Estera Trust (Cayman) Limited</p> <p>Invesco Zodiac Funds</p> <p>Invesco Zodiac Funds - Invesco European Senior Loan Fund</p> <p>Invesco Zodiac Funds - Invesco Global Senior Loan Fund</p> <p>Invesco Zodiac Funds Invesco European Senior Loan Fund</p> <p>Invesco Zodiac Funds Invesco Global Senior Loan Fund</p> <p>Invesco Zodiac Funds-I Senior Loan Fund</p> <p>Invesco Zodiac Funds-Invesco US Senior Loan Fund</p> <p>Invesco Private Capital Inc</p> <p>Invesco Senior Secured</p> <p>Invesco Senior Secured Management, Inc.</p> <p>BOC Pension Investment Fund c/o Invesco Senior Secured Management Inc.</p> <p>Diversified Credit Portfolio Ltd. c/o Invesco Senior Secured Mgmt. Inc.</p> <p>Kaiser Foundation Hospitals c/o Invesco Senior Secured Mgmt. Inc.</p> <p>Kaiser Permanente Group Trust c/o Invesco Senior Secured Mgm.t Inc.</p> <p>Kaiser Permanente Group Trust c/o Invesco Senior Secured Mgmt. Inc.</p> <p>Sentry Insurance a Mutual Company c/o Invesco Senior Secured Mgmt. Inc</p>		
Ipreo Data Inc.	Vendors/Suppliers	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Iron Mountain	Vendors/Suppliers	Current Client
J Aron & Company LLC J. Aron & Company	Vendors/Suppliers Contract & Joint Venture Counterparties	Affiliate or Subsidiary of Current Client
Jason Mudrick	Current Directors	Affiliate or Subsidiary of Current Client
Jefferies Holdings Jefferies LLC	Lenders (Term/Revolver/Administrative and Collateral Agents) Shareholders/Equity Holders	Affiliate or Subsidiary of Current Client
JLT Specialty Insurance Services Inc.	Vendors/Suppliers	Current Client
JPMorgan Chase Bank, N.A. J.P. Morgan Chase Bank, N.A. JP Morgan Chase Bank NA	Banks Lenders (Term/Revolver/Administrative and Collateral Agents) Vendors/Suppliers	Current Client
KBC Advanced Technologies, Inc.	Vendors/Suppliers	Related to Former Client
Kinder Morgan Kinder Morgan Kansas, Inc. Kinder Morgan Operating LP "A" El Paso Production Company	Significant Competitors Known Affiliations of Board Members Vendors/Suppliers UCC (Lien Search Results)	Current Client
KPMG LLP	Ordinary Course Professionals	Related to Former Client
LaQuinta Inn by Wyndham #0687-53303	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Liberty Liberty Mutual Insurance Company Liberty Mutual Europe Liberty Mutual Insurance Europe SE Liberty Specialty Markets Alliant - Liberty Mutual	Surety Bonds Notice of Appearance Party/Interested Party Insurance/Insurance Provider	Former Client
The Lubrizol Corporation	Vendors/Suppliers	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
	Landlords and parties to leases	
Macquarie Corporate & Asset Funding, Inc. Macquarie Group	Vendors/Suppliers UCC (Lien Search Results) Other Potential Parties in Interest	Affiliate or Subsidiary of Current Client
Marathon Oil Company Marathon Oil Company, et al.	Contract & Joint Venture Counterparties Significant Customers Surety Bonds Other Potential Parties in Interest	Related to Current Client
Marsh USA Inc.	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Marubeni Oil & Gas (USA) Inc.	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Massachusetts Mutual Life Insurance Company MassMutual Premier Funds on Behalf of MassMutual Premier High Yield Fund MassMutual Premier High Yield Fund MassMutual Select Blackrock Global Allocation Fund	Shareholders/Equity Holders	Related to Current Client
Mercer Mercer MFP Partners, L.P. Mercer QIF Fund PLC Mercer QIF Fund PLC – Investment Fund I Mercer QIF Fund Plc – Mercer Investment Fund I Mercer QIF Fund PLC Investment Fund 1 Mercer QIF Fund PLC Mercer (US) Inc.	Shareholders/Equity Holders Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Morgan Stanley	Lenders (Term/Revolver/Administrative and Collateral Agents)	Current Client
Moses & Singer	Vendors/Suppliers	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Mudrick Mudrick Capital Management, L.P. Mudrick Capital Mudrick Capital Management, L.P. Mudrick Distressed Opportunity Drawdown Fund, LP Mudrick Distressed Opportunity Fund Global LP Mudrick Distressed Opportunity Specialty Fund, L.P. Blackwell Partners LLC - Series A c/o Mudrick Capital Management LP Boston Patriot Batterymarch St LLC B c/o Mudrick Capital Management LP	Lenders (Term/Revolver/Administrative and Collateral Agents) Vendors/Suppliers Shareholders/Equity Holders	Current Client
Munich Re Syndicate Limited	Insurance/Insurance Provider	Former Client
NJR Energy Services Co.	Significant Customers	Affiliate or Subsidiary of Current Client
Northwestern Mutual Life Insurance Northwestern Mutual Life Insurance Company	UCC (Lien Search Results) Contract & Joint Venture Counterparties Significant Competitors	Related to Current Client
Oaktree Oaktree Capital General Organization for Social Insurance Oaktree	Shareholders/Equity Holders Lenders (Term/Revolver/Administrative and Collateral Agents)	Current Client
P2 Energy Solutions	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Paradigm	Vendors/Suppliers	Related to Current Client
Parker Hannifin Corporation	Vendors/Suppliers	Related to Former Client
Phillips 66 Phillips Oil Company Phillips Petroleum Company	Significant Competitors Other Potential Parties in Interest	Related to Current Client
Pinnacle Engineering Inc.	Vendors/Suppliers	Related to Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
PJT Partners LP	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
PricewaterhouseCoopers LLP	Ordinary Course Professionals	Related to Former Client
Proserv Operations Inc.	Vendors/Suppliers	Related to Current Client
Proteus Oil Pipeline Company LLC	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
QBE	Insurance/Insurance Provider	Related to Current Client
Refinitiv US LLC	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Reorg Research Limited	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Riverstone Riverstone Capital Services LLC Riverstone Credit Opportunities Riverstone Fund V Riverstone V FW Holdings, LLC Riverstone Energy Coinvestment V (Cayman), L.P. Riverstone Energy V FW Partnership LP Riverstone Fieldwood Internal Coinvest, LP Riverstone Fieldwood Internal Coinvest -B, LP Riverstone V RCO Loan Investment AIV, LLC Riverstone Energy Limited Riverstone Energy V FW II Holdings-D LP Riverstone Energy V FW Partnership (Cayman) LP Riverstone Energy V RCO Investment Partnership LP Riverstone Energy VFW II Holdings, LP Riverstone Energy VFW II Holdings - D LP	Vendors/Suppliers Non- Debtor Affiliates/Parent/Subsidiaries Sponsors Shareholders/Equity Holders Known Affiliations of Board Members Lenders (Term/Revolver/Administrative and Collateral Agents) Contract & Joint Venture Counterparties	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Riverstone Global Energy and Power Fund V AIV-A LP Riverstone Global Energy and Power Fund V AIV-B LP Riverstone V FW Coinvest Holdings LP Riverstone Fieldwood Partners -B, L.P. Riverstone Fieldwood Partners LP Riverstone Global Energy and Power Fund V (FT), LP Riverstone Global Energy and Power Fund V (FT) LP Riverstone Holdings LLC Riverstone Holdings, LLC Riverstone Investment Group Riverstone Investment Group LLC Riverstone Sparta Cooperatief U.A. Riverstone V FW Holdings Sub, LLC Riverstone V FW Holdings Sub LLC REP Management Company V, LLC (Riverstone Management) REL Batavia Partnership LP REL US Partnership LLC		
Rothschild & Co US Inc.	Non-Debtors Professionals (law firms, accountants and other professionals) Vendors/Suppliers	Affiliate or Subsidiary of Current Client
S&P Global Inc.	Vendors/Suppliers	Current Client
SGS North America, Inc.	Vendors/Suppliers	Current Client
Shell Consolidated Energy Resources Inc. Shell Deepwater Development Inc.	Contract & Joint Venture Counterparties Significant Competitors Vendors/Suppliers	Related to Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Shell Energy North American (US), L.P. Shell Frontier Oil & Gas Inc. Shell Gulf of Mexico Inc. Shell Land & Energy Company Shell Trading Risk Management, LLC Shell Exploration & Production Company Shell Exploration and Production Company Shell GOM Pipeline Company LLC Shell Pipeline Company LP Shell Offshore Inc. Shell Offshore, Inc. Shell Oil Company Shell Trading (US) Company	Other Potential Parties in Interest Surety Bonds	
Southern Natural Gas Co. LLC Southern Natural Gas Company LLC	Significant Customers Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Starr Aviation Starr Indemnity & Liability Company	Insurance/Insurance Provider	Related to Former Client
Stewart Tubular Products Inc.	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Swiss Re International Swiss Re International SE UK Branch IndemCo - Swiss Re	Insurance/Insurance Provider	Affiliate or Subsidiary of Former Client
Tampnet Inc.	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
THL Credit Advisors LLC	Lenders (Term/Revolver/Administrative and Collateral Agents)	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Thomas Miller Specialty HDI Global Specialty SE	Insurance/Insurance Provider	Related to Current Client
Thomson Reuters (Tax & Accounting) Inc. Thomson Reuters-West	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
TMR Exploration Inc.	Significant Customers Vendors/Suppliers	Related to Current Client
Topaz Power Group LLC	Known Affiliations of Board Members	Affiliate or Subsidiary of Current Client
Toshiba Financial Services	Vendors/Suppliers	Affiliate or Subsidiary of Former Client
UTEX UTEX Industries	Significant Competitors Known Affiliations of Board Members	Current Client
Vallourec Tube Alloy, LLC	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Vantage Energy Inc. Vantage Energy	Known Affiliations of Board Members Significant Competitors	Affiliate or Subsidiary of Current Client
Verizon Wireless	Utility Providers/Utility Brokers	Affiliate or Subsidiary of Current Client
Wayne Fueling Systems	Known Affiliations of Board Members	Related to Current Client
Wells Fargo Financial Leasing Inc.	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Williams Companies (Gulfstar One LLC) Williams Energy Marketing Williams Energy Services Company Williams Gas Pipeline Williams Field Services Company Williams Oil Gathering, LLC WFS Liquids LLC Gulfstar One LLC	Surety Bonds Significant Customers Vendors/Suppliers Notice of Appearance Party/Interested Party	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Transcontinental Gas Pipe Line Company, LLC Discovery Gas Transmission LLC		
Willis Towers Watson Willis – Evergreen Willis – Zurich Willis of Tennessee, Inc. Willis Towers Watson US, LLC	Surety Bonds Vendors/Suppliers Insurance/Insurance Provider	Current Client
Wilmington Trust, N.A.	Banks	Related to Current Client
XTO Energy Inc. XTO Offshore Inc.	Contract & Joint Venture Counterparties Known Affiliations of Board Members Top 50 Unsecured Creditors Surety Bonds	Affiliate or Subsidiary of Current Client
Zachry Exploration LLC	Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Zenergy Offshore Operating Co, LLC Zenergy, Inc.	Vendors/Suppliers Contract & Joint Venture Counterparties	Related to Current Client
Zurich American Zurich American Insurance Company Zurich American Insurance Company of Illinois	Surety Bonds Contract & Joint Venture Counterparties Insurance/Insurance Provider Third Party Benefits Provider	Affiliate or Subsidiary of Current Client

Exhibit B

Dane Retention Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
FIELDWOOD ENERGY LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**DECLARATION OF MICHAEL T. DANE IN SUPPORT OF APPLICATION
OF DEBTORS FOR AUTHORITY TO RETAIN AND EMPLOY
WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS
FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Michael T. Dane, hereby declare as follows:

1. I am the Senior Vice Present and Chief Financial Officer of Fieldwood Energy LLC, a wholly-owned subsidiary of Fieldwood Energy Inc. (collectively, with the other debtors listed below, the “**Debtors**”). In my current role, I am responsible for supervising outside counsel and monitoring and managing legal fees and expenses.

2. Commencing on August 3, 2020 (the “**Petition Date**”), the Debtors each filed with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. I submit this Declaration in support of the Debtors’ application (the “**Application**”), pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Local Rules**”), for authority to employ and retain Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), as attorneys for the Debtors in the above-captioned chapter 11 cases effective as of the Petition Date.²

4. This Declaration is provided pursuant to Appendix B, Paragraph D.2 of the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “**Fee Guidelines**”). Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, information provided to me by the Debtors’ advisors, or my opinion based upon knowledge and experience as Senior Vice President and Chief Financial Officer of the Debtors. I am authorized to submit this Declaration on behalf of the Debtors.

5. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that their bankruptcy professionals are subject to the same client-driven market forces, security, and accountability as professionals in non-bankruptcy engagements. The Debtors chose Weil based upon Weil’s prior experience with the Debtors’ 2018 restructuring, its reputation and experience in the restructuring field generally, and upon the Debtors’ particular circumstances. Since May 2020, Weil has assisted the Debtors in, among other things, evaluating potential restructuring alternatives and, in the process, has

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Application.

become intimately familiar with the Debtors' capital structure and operations, as well as with the key stakeholders in these chapter 11 cases.

6. As Senior Vice President and Chief Financial Officer, I am familiar with the terms of Weil's engagement. Weil has confirmed to me that the Firm does not vary its billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement. Weil has advised me that its current customary U.S. hourly rates are \$1,100.00 to \$1,695.00 for partners and counsel, \$595.00 to \$1,050.00 for associates, and \$250.00 to \$435.00 for paraprofessionals. It is my understanding that Weil reviews and adjusts its billing rates annually, typically on or around October 1st of each year. Weil has advised me that it will inform the Debtors of any adjustment to its existing rate structure.

7. I am informed by Weil that its attorneys' billing rates are aligned each year to ensure that its rates are comparable to the billing rates of its peer firms. To the extent that there is any disparity in such rates, however, I nevertheless believe that Weil's retention by the Debtors is warranted in these cases for the reasons set forth in the Debtors' Application.

8. I understand that Weil's fees and expenses will be subject to periodic review during the pendency of these chapter 11 cases by, among other parties, the Office of the U.S. Trustee and the Debtors with the terms of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court governing the procedures for approval of interim compensation of professionals retained in chapter 11 cases.

9. As Senior Vice President and Chief Financial Officer, I supervise and manage legal fees and expenses incurred by the Debtors' outside counsel. Either I or the Debtors' in-house counsel reviews the Debtors' outside counsel invoices and authorizes all legal fees and expenses prior to the payment of such fees to outside counsel. In so doing, we assure that all

requested fees and expenses are reasonable and correspond with necessary or beneficial services rendered on behalf of the Debtors and their estates. The aforementioned review and approval process does not differ when the Debtors employ outside counsel for non-bankruptcy matters. Moreover, Weil has informed me that the Debtors will be provided with the opportunity to review all invoices and request adjustments to such invoices to the extent that the Debtors determine that such adjustments are necessary and appropriate, which requests will be carefully considered by Weil.

10. I will continue to review the invoices that the Debtors submit and, together with Weil, amend such invoices as necessary.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: August 24, 2020
Houston, Texas

By: /s/ Michael T. Dane
Michael T. Dane
Senior Vice President & CFO
Fieldwood Energy LLC